



LexisNexis[™]
Document Solutions

RECORDATION NO. 23245-D FILED

NOV 12 '03 2:33 PM



October 30, 2003

SURFACE TRANSPORTATION BOARD

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 6, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **TENNESSEE VALLEY AUTHORITY**
1101 Market Street, LP 5G, Chattanooga, Tennessee 37402-2801

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TENNESSEE VALLEY AUTHORITY** covering 115 coal hoppers with reporting marks and numbers – CEFX 62577– CEFX 62696, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23245 dated 12/5/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

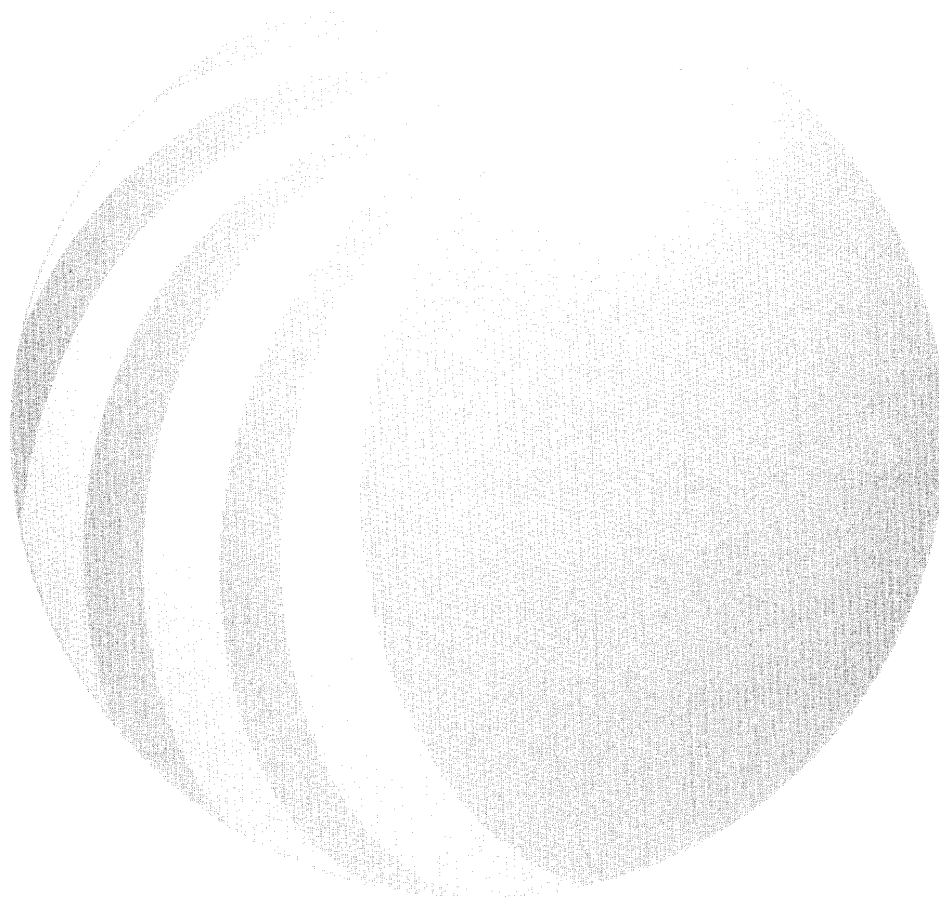

Sherry Lewey



LexisNexis™

Research/Development Coordinator

Enclosure



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6 day of May, 2003 is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Tennessee Valley Authority, a corporation organized and existing under the laws of the United States of America, with an address at 1101 Market Street, LP 5G, Chattanooga, Tennessee 37402-2801 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 8, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 5, 2000 and given Recordation Number 23245.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TENNESSEE VALLEY AUTHORITY

By: Amy Sutton
Name: Amy Sutton
Title: CONTRACT ADMIN.

RECORDATION NO. 23245-D FILED

NOV 12 '03 2-33 PM

SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars		Equipment Description	
115		4,300 C.F. aluminum bottom discharge coal hopper	
1	CEFX	62577	
2	CEFX	62578	
3	CEFX	62579	
4	CEFX	62580	
5	CEFX	62581	
6	CEFX	62582	
7	CEFX	62583	
8	CEFX	62584	
9	CEFX	62585	
10	CEFX	62586	
11	CEFX	62587	
12	CEFX	62588	
13	CEFX	62589	
14	CEFX	62590	
15	CEFX	62591	
16	CEFX	62593	
17	CEFX	62594	
18	CEFX	62595	
19	CEFX	62596	
20	CEFX	62597	
21	CEFX	62598	
22	CEFX	62599	
23	CEFX	62600	
24	CEFX	62601	
25	CEFX	62602	
26	CEFX	62603	
27	CEFX	62604	
28	CEFX	62605	
29	CEFX	62606	
30	CEFX	62607	
31	CEFX	62608	
32	CEFX	62609	
33	CEFX	62610	
34	CEFX	62611	
35	CEFX	62613	
36	CEFX	62614	
37	CEFX	62615	
38	CEFX	62616	
39	CEFX	62617	
40	CEFX	62618	
41	CEFX	62619	
42	CEFX	62620	
43	CEFX	62621	
44	CEFX	62622	
45	CEFX	62623	
46	CEFX	62624	
47	CEFX	62625	
48	CEFX	62626	
49	CEFX	62627	
50	CEFX	62628	
51	CEFX	62629	
52	CEFX	62630	
53	CEFX	62631	
54	CEFX	62632	
55	CEFX	62634	
56	CEFX	62635	
57	CEFX	62636	
58	CEFX	62637	
59	CEFX	62638	
60	CEFX	62639	
61	CEFX	62640	
62	CEFX	62641	
63	CEFX	62642	
64	CEFX	62643	
65	CEFX	62644	
66	CEFX	62645	
67	CEFX	62646	
68	CEFX	62647	
69	CEFX	62648	
70	CEFX	62649	
71	CEFX	62650	
72	CEFX	62652	
73	CEFX	62653	
74	CEFX	62654	
75	CEFX	62655	
76	CEFX	62656	
77	CEFX	62657	
78	CEFX	62658	
79	CEFX	62659	
80	CEFX	62660	
81	CEFX	62661	
82	CEFX	62662	
83	CEFX	62663	
84	CEFX	62664	
85	CEFX	62665	
86	CEFX	62666	
87	CEFX	62667	
88	CEFX	62668	
89	CEFX	62669	
90	CEFX	62670	
91	CEFX	62671	
92	CEFX	62672	
93	CEFX	62673	
94	CEFX	62674	
95	CEFX	62675	
96	CEFX	62676	
97	CEFX	62677	
98	CEFX	62678	
99	CEFX	62679	
100	CEFX	62680	
101	CEFX	62681	
102	CEFX	62682	
103	CEFX	62683	
104	CEFX	62684	
105	CEFX	62685	
106	CEFX	62686	
107	CEFX	62687	
108	CEFX	62688	
109	CEFX	62690	
110	CEFX	62691	
111	CEFX	62692	
112	CEFX	62693	
113	CEFX	62694	
114	CEFX	62695	
115	CEFX	62696	